

**KATTEN MUCHIN ROSENMAN LLP**

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its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION REGARDING FIRST QUARTERLY REPORT OF  
KATTEN MUCHIN ROSENMAN LLP, AS SPECIAL AVOIDANCE COUNSEL FOR  
THE DEBTORS, FOR ALLOWANCE OF CONTINGENT FEES AND  
REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FROM APRIL 1, 2019 THROUGH SEPTEMBER 30, 2019**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I, Steven J. Reisman, hereby certify that as of the date hereof, I have received no answer, objection or other responsive pleading to the *First Quarterly Report Of Katten Muchin Rosenman LLP, Special Avoidance Counsel For The Debtors, For Allowance Of Contingent Fees And Reimbursement Of Expenses For The Period From April 1, 2019 Through September 30, 2019* (filed on October 23, 2019, at Docket No. 5491) (the “First Quarterly Report”).

The undersigned further certifies that I have caused the Court’s docket in these cases to be reviewed and no answer, objection or other responsive pleading to the First Quarterly Report appears thereon. Pursuant to the Notice of the First Quarterly Report, objections to the First Quarterly Report were to be filed and served no later than November 15, 2019, at 4:00 p.m. (EST).

It is hereby respectfully requested that the proposed form of order (attached hereto as Exhibit A) approving the First Quarterly Report be entered at the earliest convenience of the Court.

Dated: November 22, 2019

**KATTEN MUCHIN ROSENMAN LLP**

By: /s/ Steven J. Reisman  
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*Counsel for Sears Holdings Corporation, and its  
debtor affiliates, as debtors and debtors in  
possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)  
(Jointly Administered)

Re: Docket Index 5491

**ORDER GRANTING FIRST QUARTERLY REPORT OF KATTEN MUCHIN  
ROSENMAN LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR  
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH SEPTEMBER 30, 2019**

Katten Muchin Rosenman LLP (“Katten”), Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above matter, having filed its First Quarterly Report for the Period of April 1, 2019 through September 30, 2019 as Special Avoidance Counsel (the “First Quarterly Report”);<sup>2</sup> and the Court having reviewed the First Quarterly Report; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the First Quarterly Report was adequate

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms shall have the same meaning ascribed to them in the First Quarterly Report.

under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the First Quarterly Report;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for approval of the First Quarterly Report is GRANTED.
2. Katten is awarded approval for compensation in the amount of \$35,781.99 for professional services rendered on a contingency fee basis and \$1,755.67 for actual and necessary costs and expenses for a total of \$37,537.66 for the period of April 1, 2019 through September 30, 2019.
3. Such sums are authorized for payment less any amounts previously paid to Katten on account of the amounts set forth in the First Quarterly Report.

Dated: \_\_\_\_\_, 2019  
New York, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE